

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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DIESEL PROPS S.R.L. and
DIESEL KID S.R.L.,

Civil Action No. 07 CV 9650
(HB)

Plaintiffs,

-against-

**DECLARATION OF
ROSANNA SARTORI**

GREYSTONE BUSINESS CREDIT II LLC
and GLOBAL BRAND MARKETING INC.,

Defendants.

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ROSANNA SARTORI, pursuant to 28 U.S.C. § 1746, declares under
penalty of perjury under the laws of the United States as follows:

1. I am the Chief Financial Officer of Diesel Props S.r.l. ("Props"). I submit this declaration in support of Plaintiffs Props' and Diesel Kid S.r.l.'s ("Kid") motion for a temporary restraining order and a preliminary injunction restraining Defendants Global Brand Marketing, Inc. ("GBMI") and Greystone Business Credit II LLC ("Greystone") from seizing, liening, transferring, selling, effecting, distributing or otherwise disturbing or asserting control over the inventory of 158,927 pairs of branded Diesel footwear (the "Warehouse Product") presently believed to be stored at a warehouse used by GBMI located in Chino, California (c/o Gilbert West facilities). Other than as expressly set forth, I have personal knowledge of all facts set forth herein.

2. Two tripartite agreements – one involving Kid and one involving Props – were executed effective December 4, 2006 (the “TPA” or “ISP”). They are included as Exhibit F in the Exhibit Binder filed herewith.

3. The TPA procedure was streamlined slightly in March 2007. (A copy of the revised procedure is included in the Exhibit Binder as Exhibit G).

4. Pursuant to the TPA, Props sent Diesel Invoices to Greystone commencing in January 2007, through and including September 3, 2007. (A list of those invoices is included in the Exhibit Binder as Exhibit H). The total amount of those Diesel Invoices due to Props under the TPA was \$22.4 million. The balance owing to Props from Greystone (and GBMI) is \$15.3 million, plus return of product shipped and unpaid. That relates to hundreds of thousands of pairs of Diesel branded shoes, many of which have been sold by GBMI to its customers, with the receipts for those sales flowing through to Greystone under the loan agreement between GBMI and Greystone (the “Loan Agreement”). (The Loan Agreement is Exhibit C in the Exhibit Binder.)

5. Of the 164,467 pairs of Diesel branded product in the warehouse used by GBMI, 158,927 pairs have not been paid for by GBMI or Greystone, of which 154,627 pairs are adult footwear (Props) and 4,300 are children’s footwear (Kid).

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Dated: October 26, 2007

s/ Rosanna Sartori
Rosanna Sartori